

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM365446

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Health Care REIT, Inc.		09/30/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Welltower Inc.		
<b>Street Address:</b>	4500 Dorr Street		
<b>City:</b>	Toledo		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	43615-4040		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86653551	WELLTOWER	
<b>Serial Number:</b>	86747445	WELLTOWER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9494754754		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	949-451-3800		
<b>Email:</b>	skann@gibsondunn.com		
<b>Correspondent Name:</b>	Stephanie S. Kann, Senior Paralegal		
<b>Address Line 1:</b>	3161 Michelson Drive		
<b>Address Line 2:</b>	Gibson, Dunn & Crutcher LLP		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612		
<b>ATTORNEY DOCKET NUMBER:</b>	05505-00005		
<b>NAME OF SUBMITTER:</b>	Stephanie S. Kann		
<b>SIGNATURE:</b>	/stephanie s. kann/		
<b>DATE SIGNED:</b>	12/11/2015		
<b>Total Attachments: 2</b>			
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source=HEALTH CARE REIT INC. DE - CERTIFICATE OF AMENDMENT#page2.tif			

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# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HEALTH CARE REIT, INC.", CHANGING ITS NAME FROM "HEALTH CARE REIT, INC." TO "WELLTOWER INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2015, AT 2:14 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2015 AT 12:01 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

2058693 8100  
SR# 20150288622

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 10143458  
Date: 09-28-15

**TRADEMARK**  
**REEL: 005686 FRAME: 0531**

**CERTIFICATE OF AMENDMENT OF  
SECOND RESTATED CERTIFICATE OF INCORPORATION  
OF  
HEALTH CARE REIT, INC.**

Health Care REIT, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That at a meeting of Board of Directors of the Corporation resolutions were duly adopted setting forth the proposed amendments to the Second Restated Certificate of Incorporation of the Corporation and declaring the amendments to be advisable. Section 1 of the Second Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

The name of the Corporation is Welltower Inc.

**SECOND:** That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**THIRD:** That said amendments shall be effective as of 12:01 a.m., Eastern time, on September 30, 2015.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed by Erin C. Ibele, Executive Vice President, Head of Human Capital and Corporate Secretary and an authorized officer of the Corporation, this 28<sup>th</sup> day of September, 2015.

By: Erin C. Ibele  
Erin C. Ibele  
Executive Vice President, Head of Human  
Capital and Corporate Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:14 PM 09/28/2015  
FILED 02:14 PM 09/28/2015  
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